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INCORPORATED 1880

CHARTER AND BY-LAWS

OF THE

ENGINEERS' SOCIETY

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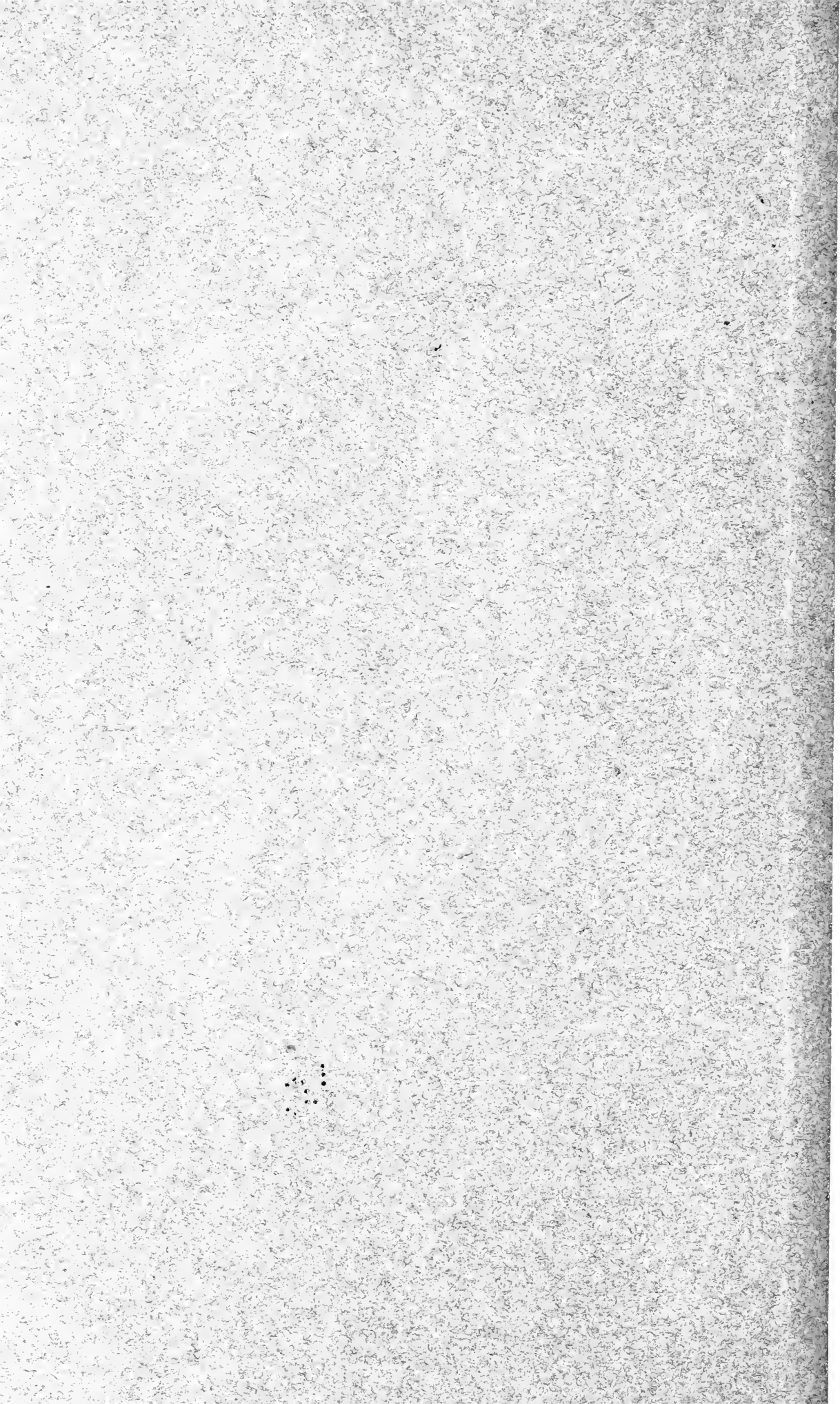
WESTERN PENNSYLVANIA

803 FULTON BUILDING

PITTSBURGH, PA.

DECEMBER 19, 1906





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CHARTER

As Amended at the Special Meeting of the Society,
November 26, 1906.

We, the subscribers hereto, citizens of the Commonwealth of Pennsylvania, desirous of acquiring and enjoying the powers and immunities of a corporation, or a body politic in law, do hereby associate ourselves under the articles, conditions, and for the objects, and in the name, style and title herein set forth:

ARTICLE I.

This corporation shall be styled and named and bear the title of "ENGINEERS' SOCIETY OF WESTERN PENNSYLVANIA."

ARTICLE II.

The object of this corporation shall be the advancement of engineering in its several branches, the professional improvement of its members, and the encouragement of social intercourse among men of practical science.

ARTICLE III.

Among the means to be employed for attaining these ends, shall be periodic meetings for the discussion of scientific subjects and social intercourse, the reading of professional papers and excursions to examine objects of engineering interest.

ARTICLE IV.

The offices of the said corporation shall be located in the city of Pittsburgh, Allegheny County, Pennsylvania.

ARTICLE V.

Said corporation shall exist perpetually.

ARTICLE VI.

The officers of said corporation shall be a President, two Vice-Presidents, a Secretary, a Treasurer and six Directors. The Directors shall be elected for a term of three years, two of them being elected each year.

ARTICLE VII.

Said corporation is a corporation not for profit, and has no capital stock and no shares of stock.

It shall have power to take and hold property, real or personal, by devise, bequest or gift, either absolute or conditional. And it shall have power to acquire by purchase or in any other way, such properties, real or personal, not exceeding the amounts allowed by law, as shall be deemed needful, convenient or expedient in carrying out the purposes for which said corporation exists, and hold, use, lease, sell and convey, or otherwise dispose of, the same or any part thereof, and to employ the proceeds in furthering the interests and objects and carrying on the work for which it exists.



Incorporated 1880

Engineers' Society of Western Pennsylvania

BY-LAWS

Adopted at the 270th Regular Monthly Meeting of the Society,
December 18, 1906.

ARTICLE I.

MEMBERSHIP.

SECTION 1. All persons of good moral character engaged in scientific, mechanical or professional pursuits pertaining to engineering, shall be eligible to membership in this corporation.

SECTION 2. The Corporate Members of this Society shall be designated as Honorary Members and Active Members. There may also be connected with the Society Juniors and Associates, who shall be entitled to all the privileges of the Society except the right to vote and hold office therein.

SECTION 3. An Honorary Member shall be a person of acknowledged eminence in some branch of applied science, who has rendered some distinguished service to the engineering profession.

SECTION 4. An Active Member shall be one actively engaged in, or who has had past experience in, the practice of engineering. He shall, at the time of admission to membership, be at least 25 years of age and shall have been in the active practice of his profession at least five years. Graduation from a technical school shall be considered equivalent to two years active practice. The performance of the duties of a Professor of any of the applied sciences or the editing of a technical publication shall be accepted as equivalent to an equal number of years of active practice.

SECTION 5. A Junior shall have had active practice in some branch of applied science for at least two years, or have been a student of the same for an equal period in a school of recognized standing. He shall be not less than 18 years of age and shall be a person who is not eligible as an Active Member at the time of his election.

SECTION 6. An Associate shall be a person interested in the advancement of technical or scientific knowledge or pursuits, who is not eligible to active membership. He shall be not less than 25 years of age.

SECTION 7. All the rights and privileges of membership in this Society shall be deemed and be personal to the Member, and shall not be transferable or transmissible either by act of such member or by operation of law.

ARTICLE II.

ADMISSION TO SOCIETY.

SECTION 1. Honorary Members, whose total number at any one time shall not exceed ten, shall be proposed by at least ten Corporate Members. The proposal shall be submitted to the Board of Direction, and, if unanimously endorsed by them, it shall be deferred to the Society for action. The vote shall be by letter ballot and shall require an affirmative vote of nine-tenths of the ballots cast to elect.

SECTION 2. Application for admission shall be made on blanks prescribed by the Board of Direction, shall contain a statement of the age, nativity and professional experience of

the applicant and an agreement that he will conform to the requirement of membership if elected. It shall be signed by the applicant. It shall be accompanied by a deposit of \$5.00 which shall be applied on his dues on election or returned if he is not elected.

SECTION 3. Applicants for admission as Active Members, Juniors, or Associate, or for transfer from Junior to Active membership, shall furnish the names of at least three Corporate Members as references.

SECTION 4. Applicants so situated as to be unable to give the required number of members as references, may be elected if the Board, upon inquiry, is satisfied they are worthy of admission to the grade they desire.

SECTION 5. Applications acceptable to the Board of Direction shall be published to the Society by letter at least two weeks before being brought before the Board for final action, that the members may have opportunity to communicate any information they may have regarding the applicant.

SECTION 6. Election to Active membership, or as a Junior, or Associate, shall be made by the Board of Direction. A majority vote of those present shall be required to elect.

SECTION 7. Membership shall be dated from the time of election. If any applicant shall fail to pay within three (3) months from the time of his election the entrance fee and the amount of dues payable for the year after the date above mentioned the election shall be void and the deposit made by the applicant forfeited to the Society.

SECTION 8. Each member shall forthwith, upon the adoption of this By-Law, and each new member immediately upon his election, furnish to the Secretary his mail address to which all notices and communication shall be sent, and shall promptly notify the Secretary of any change in such address; and a communication properly mailed to such address shall be sufficient for all purposes of notice.

SECTION 9. A rejected candidate may secure a reconsideration of the vote upon which he was rejected, if seven Cor-

porate Members petition the Board of Direction to that effect, stating their reasons for the request. If the Board deems the reasons sufficient, it shall reconsider the vote upon which the applicant was formerly rejected.

SECTION 10. A member in good standing of any grade in the Society may resign his membership by a written communication to the Board of Direction.

ARTICLE III.

SUSPENSION AND EXPULSION.

SECTION 1. Upon the written request of five Corporate Members that, for cause therein set forth, a member of the Society be expelled or suspended, the Board, if it shall deem such cause sufficient, shall consider the charges at a meeting specially called for that purpose, of the time and place of which the accused member shall be given not less than five days' notice, either personally or by letter mailed to his mail address, together with a copy of the charges made against him, at which meeting such accused member may be present and make such defense as he may desire. If the Board find the charges sustained, it shall notify the accused member of such finding and shall require of him that the cause for such charges be removed, or the resignation of such accused member tendered, within one month from the time of such notice. If such cause is not, to the satisfaction of the Board, removed, or such resignation tendered, within said period, the Board may, in its discretion, suspend or expel said member, by a unanimous vote of the members of the Board present at a meeting specially called for that purpose.

SECTION 2. If a member shall not have paid his annual dues by July first in any year he shall not receive the subsequent issues of the Society's Proceedings. Delinquents, whose dues are in arrears one year or more, shall not be entitled to vote or hold office. Delinquents whose dues are in arrears two years or more may be dropped from the rolls by the Board, notice of such intended action having been sent to the mail address of any such delinquent at least thirty days

previous to such action and such delinquency still existing. The Board shall have authority to extend the time of payment or remit in part or in whole the dues of any member.

SECTION 3. Any member suspended or expelled from the Society under Section 1 of this Article shall not be re-admitted to membership unless the original cause for such suspension or expulsion shall have been removed to the satisfaction of the Board of Direction. Any member dropped from the rolls under Section 2 of this Article shall not be re-admitted to membership until all his indebtedness to the Society is satisfied.

ARTICLE IV.

DUES—FINANCE.

SECTION 1. The Entrance fee to be paid by Active Members and Associates, and upon transfer from Junior to either of the above grades, shall be \$10.00; provided, that a member whose resignation has been accepted shall not be obliged to pay another entrance fee upon rejoining the Society.

SECTION 2. All members, whose mailing address is within thirty-five miles of the Allegheny County Court House, shall be considered as Resident, those whose address is beyond that limit as Non-Resident. The classification of members, as Resident and Non-Resident, shall be made for the fiscal year, upon January 1st, from the Society's records.

SECTION 3. The annual dues shall be payable on January 1st, in advance. Resident Active Members and Resident Associates shall pay \$10.00 per annum; Junior Members shall pay \$5.00 per annum for not more than seven years, after which period their dues shall be the same as Active Members; Non-Resident Active Members and Non-Resident Associates shall pay \$5.00 per annum.

SECTION 4. New members shall be exempt from payment of that portion of the annual dues for the quarters preceding their election.

SECTION 5. An Active Member, not in arrears, may, by the payment of \$150.00 at any one time, become a Life Mem-

ber, and, thereafter, be relieved of the payment of annual dues.

SECTION 6. Each person admitted to the Society shall be considered as belonging thereto and liable for the payment of all dues, until he shall have resigned, been expelled, or have been relieved therefrom by the Board of Direction.

SECTION 7. All entrance fees and Life membership fees shall be placed in a fund called the Permanent Fund. This fund shall be invested and the income only used for the payment of general expenses.

SECTION 8. All moneys received from other than Entrance fees, Life membership fees and those given for special purposes, shall be placed in the General Fund, from which all current expenses of the Society shall be paid.

SECTION 9. A special fund may be created for any purpose by a majority vote of the members of the Board of Direction present at a meeting specially called for that purpose, and approved by two-thirds of the votes cast by the Society by letter ballot. Such a fund shall be separately accounted for, and shall not be drawn upon except to meet the purpose for which it was created, and no bill properly chargeable to such fund shall be paid out of any other fund.

SECTION 10. No money shall be transferred from one fund to another fund, except by the unanimous recommendation of the members of the Board of Direction present at a meeting specially called for that purpose, and endorsed by two-thirds of the votes cast by the Society by letter ballot.

ARTICLE V.

OFFICERS, THEIR ELECTION AND DUTIES.

SECTION 1. The Officers of this Society, named in Article VI of the Charter, with the exception of the Secretary, together with the two Junior Past-Presidents, who continue as Resident Members, shall constitute the Board of Direction.

SECTION 2. The President, Secretary and Treasurer shall each be elected annually for a term of one year. One Vice-President shall be elected each year for a term of two years.

SECTION 3. No Officer of this Society, except the Treasurer and Secretary, shall be eligible to re-election to the same office until one full term shall have elapsed after the expiration of his term of office. The Treasurer and Secretary shall be eligible to re-election indefinitely.

SECTION 4. A Nominating Committee of five Corporate Members shall be appointed by the President at the regular September meeting of the Society. This Committee shall consist of one member of the last year's Nominating Committee, one member of the Board of Direction, and three persons selected from the Society at large. No member of the Society shall serve upon a Nominating Committee for more than two successive years.

SECTION 5. A notice shall be sent to all Corporate Members immediately after the appointment of the Nominating Committee inviting them to forward to the committee suggestions as to the candidates. The committee shall select a candidate for each of the offices of President, Vice-President and Treasurer; and two candidates for Directors, endeavoring, as far as possible, to distribute the selections among the different branches of the profession represented in the Society's membership, and shall report the same at the regular November meeting of the Board of Direction. The Board shall at this meeting consider the eligibility of the nominees and publish the list in the November Announcement.

SECTION 6. Additional nominations may be made by any ten or more Corporate Members, and reported to the Board of Direction not later than the regular December meeting of the Board.

SECTION 7. The eligibility of all nominees shall be finally passed upon by the Board of Direction at its December meeting, after which ballots shall be printed containing the names of all eligible candidates, the names of the candidates for each office being arranged alphabetically, without distinguishing marks other than herein provided for. Should there be any vacancies in the list of nominees the same shall be filled by the Board of Direction.

SECTION 8. Election shall be by letter ballot. The printed ballot shall be sent to all Corporate Members at least ten days before the Annual Meeting. Each voter shall indicate his choice for each office by making a cross (X) opposite the name of the candidate voted for. The ballot shall then be placed in a blank envelope, sealed and then enclosed in an envelope addressed to the Secretary and endorsed with the voter's signature. A voter may withdraw his ballot and substitute another at any time before the polls close.

SECTION 9. Three tellers shall be appointed by the President to canvass the ballots. The tellers, two of whom shall constitute a quorum, shall meet at the rooms of the Society at the time of the closing of the polls, which shall be at 12 o'clock, noon, of the day of the Annual Meeting.

The Secretary shall make a poll list of the qualified voters, a list of all Active Members in arrears, and, from the signatures on the outer envelopes, a list of those from whom ballots are received, and shall designate all names and mark all ballots about which they may be any question on account of any By-Law or rule of the Society. He shall then deliver to the tellers the poll list, the list of members in arrears, the list of voters from whom ballots have been received and the envelopes containing the ballots.

The tellers shall then proceed to publicly canvass the ballots as follows:

A. All ballots shall be checked and all envelopes received from members not entitled to vote shall be rejected and returned unopened to the member voting.

B. All outer envelopes shall be removed and destroyed.

C. The ballot envelopes shall be opened and all irregular ballots rejected.

D. The regular ballots shall be counted and a statement of the votes prepared and signed by the tellers.

The result of the ballot shall be reported by the tellers at the Annual Meeting. A majority of all the legal votes cast shall be required to elect. If any candidate shall have failed to

receive such a majority, then the meeting shall proceed to elect the officer from among the candidates for such office.

SECTION 10. No person shall be a candidate for more than one elective office in the Society at the same time. A member of the Board of Direction shall not retain his seat on the Board while a candidate for an office that will make him a member of the same, unless his term as a member of the Board is about to expire.

SECTION 11. A Secretary shall be elected by the Board of Direction at its first meeting after the Annual Meeting of the Society. His salary shall be fixed at the time of his election. He may be removed for cause at any time on one month's notice. A majority vote of all the members of the Board shall be required to elect or to remove.

SECTION 12. A vacancy in the office of President shall be filled by the Senior Vice-President, a vacancy in the office of Senior Vice-President shall be filled by the Junior Vice-President, and a vacancy in the office of Junior Vice-President shall be filled by the Senior Director, seniority being first by date of election as Director, second by date of membership in the Society and third by lot, if necessary.

SECTION 13. In case of death, resignation, disability, or neglect in the performance of any duty by an officer of the Society, or absence from three successive meetings of the Board of Direction without sufficient excuse, the Board may declare said office vacant and fill said office, except as provided in Section 12 of this Article.

ARTICLE VI.

MANAGEMENT.

SECTION 1. The Board of Direction shall have the general management of the affairs of the Corporation in conformity with its Charter and By-Laws. It may make rules, not inconsistent with the Charter and By-Laws, to facilitate the handling of the business of the Society. It shall make an annual report to the Society, transmitting the reports of the

Secretary, the Treasurer, the Committees and the Sections. Seven members shall constitute a quorum for the transaction of business.

SECTION 2. The Board of Direction shall publish in the monthly Announcement issued to the Society a report of the final action taken during the preceding month. Such published report shall without motion become the action of the Society unless an appeal be taken at the regular meeting immediately following such publication.

The mode of such appeal from any action of the Board of Direction shall be as follows :

The appeal shall be in the form of a petition signed by ten (10) Corporate Members ; shall be presented at the regular meeting immediately following the above referred to publication of the Announcement and shall state concisely and clearly the objections to the action of the Board. The subject shall thereupon become an order of Special Business at this meeting and after discussion shall be again referred to the Board for the report to the Society at the next meeting, at which time a vote shall be taken in the usual manner.

SECTION 3. The President, Treasurer and Secretary shall perform the duties legally and usually attaching to their respective offices, and such other duties as may be prescribed by the By-Laws or the Board of Direction. The President shall be ex-officio a member of all Committees. He shall deliver an address at the Annual Meeting.

The Treasurer shall invest all funds of the Society not required for current uses, under the supervision of the Board of Direction, and shall deposit all uninvested funds in the name of the Society in such bank as the Board of Direction shall select. He shall make such payments by check as are approved by the Board, such approval having been certified by its presiding officer.

The Secretary shall collect all moneys due, and have charge of all bills against the Society, and shall keep accurate books of account. He shall deposit all moneys of the Society received by him forthwith to the credit of the Society in the

bank selected by the Board as aforesaid. He shall also be ex-officio Secretary of all Sections and Committees.

SECTION 4. The following standing Committees shall be appointed by the President, by and with the advice of the Board of Direction, to serve one year; each consisting of at least three members: Finance, House, Publication and Entertainment. The chairman of each committee shall be chosen from among the members of the Board of Direction. These committees shall report to the Board of Direction and perform their duties under its supervision. They shall make no expenditures nor contract any obligations for the Society without the consent of the Board. The chairman of each committee shall personally examine and vouch for all bills of that committee.

SECTION 5. The Finance Committee shall have immediate supervision of the accounts and financial affairs of the Society. It shall make recommendations to the Board of Direction as to any financial business of the Society, and shall audit the Secretary's and Treasurer's accounts monthly and report to the Board.

SECTION 6. The House Committee shall have charge of the real estate and quarters of the Society and all employes necessary for their care, recommend and install all improvements and additions to the same, and make a yearly inventory of the property and effects of the Society.

It shall have charge of the Library and the collections of the Society.

SECTION 7. The Publication Committee shall have charge of the editing and publishing of the Proceedings, and of the contracts and expenditures connected therewith. It shall also have charge of the regular monthly meeting of the Society and shall provide papers therefor. It shall receive only such papers as in its judgment are acceptable and in harmony with the purpose of the Society.

SECTION 8. The Entertainment Committee shall have charge of all social gatherings of the Society, arrange for and manage all excursions and the Annual Banquet. It shall ex-

tend the courtesies of the Society to visiting engineers and take such measures as will promote social intercourse among the members of the Society.

SECTION 9. Special committees of the Society may be appointed on motion of a member, carried by a four-fifths vote of the members present at any meeting of the Society. If one-fifth of the members present shall so request, the motion shall first be referred to the Board of Direction. The Board, after making careful inquiry regarding the advisability of appointing such committee, shall report back to the Society at the next regular meeting, at which meeting a majority vote of the members present shall decide. Such committee may, by a vote of the Society, be authorized to spend money for the special object for which they were appointed, but such expenditure shall be only made with the approval of the Board. Special committees shall be discontinued at the annual meeting unless reappointed.

SECTION 10. Chairmen of Sections shall be ex-officio advisory members of the Board of Direction, but without the right to vote, and may have a voice in the discussion of matters relating to their special work only.

ARTICLE VII.

MEETINGS.

SECTION 1. An Annual Meeting shall be held on the third Tuesday in January at which all reports for the past year shall be read, election of officers for the ensuing year announced and an address of the retiring President read.

SECTION 2. The following order of business shall be observed at the Annual Meeting:

(a) Reading of the minutes of the last Annual Meeting.

(b) Annual report of the Board of Direction, including the reports of Standing Committees, Special Committees, Sections, Treasurer and Secretary.

- (c) Discussion of reports.
- (d) Announcement of election of officers for the ensuing year.
- (e) Address of retiring President.
- (f) Adjournment.

SECTION 3. Regular meetings for the reading and discussion of professional papers, and for the transaction of general business, shall be held on the third Tuesday of every month, except the months of July and August.

The following order of business shall be observed at the Regular Meetings:

- (a) Reading of minutes.
- (b) Report of the Board of Direction, including auxiliary reports.
- (c) Announcements from the Board of Direction.
- (d) Unfinished business.
- (e) Special orders of business.
- (f) Papers and discussions.
- (g) Adjournment.

SECTION 4. Special meetings of the Society may be called by the President, or by the Board of Direction, or by the written request of ten or more members, stating the object for which such meeting is called. Notices of special meetings shall be mailed to each member at least four days in advance of such meetings, the notices to contain a statement of the purpose for which the meeting is called; and no subject not included in such call shall be acted upon at any such meeting.

SECTION 5. Thirty members shall constitute a quorum at the Annual Meeting, and twenty members shall constitute a quorum at all other meetings of the Society.

SECTION 6. In all questions arising in any meeting involving parliamentary rules, Roberts' Rules of Order shall be accepted as authority.

ARTICLE VIII.

SECTIONS.

SECTION 1. Sections for the study of and research in any special branch of the Engineering profession may be formed, with not less than twenty members and as hereinafter provided.

SECTION 2. Such Sections shall, in all cases, be named and styled "The (name) Section of the Engineers' Society of Western Pennsylvania."

SECTION 3. Those desirous of forming a Section shall submit to the Board of Direction a written application therefor, signed by ten or more Corporate Members, stating the reasons for their request and the object of the proposed Section. The Board of Direction, after full and careful consideration of the advisability of granting the request, shall, if approved, make their report to the Society, and a vote shall be taken at a subsequent regular meeting after notice thereof has been sent to all the Corporate Members with the call for this meeting. A majority of the votes cast shall be necessary to grant the permission for the establishment of the requested Section. A failure to have said Section in full running order within three months, shall render the permission null and void.

SECTION 4. Members of a Section must be members of the Society and members of the Society may become members of a Section by notifying the Secretary.

SECTION 5. A Section may be abolished by a majority vote of the members of the Section at a meeting specially called for that purpose, or by a two-thirds vote of the Corporate Members of the Society expressed by a letter ballot, upon recommendation of the Board of Direction.

SECTION 6. Such Sections shall, in every respect, be considered a part and parcel of the Society and be governed by its Charter and any By-Laws or other rules that may be announced from time to time, but shall have the right to formulate and make additional rules for its own use and government, not inconsistent with the Charter, By-Laws and rules

aforsaid. The Sections shall report to the Board the same as the Standing Committees.

SECTION 7. A Section shall be managed by an Executive Committee of five, two of whom shall be respectively the Chairman and Vice-Chairman of the Section. They shall be elected at the Annual Meeting of the Section and shall hold office for one year.

SECTION 8. Ten members shall constitute a quorum for the transaction of business at meetings of a Section.

SECTION 9. If a Section and a kindred organization wish to meet together, the Board of Direction may grant them permission to do so, but all such meetings held in the Society's rooms shall be presided over by a member of the Engineers' Society of Western Pennsylvania.

ARTICLE IX.

AMENDMENTS.

SECTION 1. Proposed amendments to the By-Laws shall be reduced to writing and signed by at least ten Corporate Members and submitted to the Board of Direction, who shall report the same to the next regular meeting, together with their comments thereon, for discussion. As submitted, or as amended by the Society, the proposed amendments shall forthwith be submitted to the Corporate Members by letter ballot at least two weeks before the ballot is to be canvassed.

SECTION 2. An affirmative vote of two-thirds of the ballots cast shall be necessary for the adoption of any amendment.

SECTION 3. Amendments so adopted shall take effect immediately, provided, however, that an amendment affecting the term of office or salary of any officer of the Society, or the amount of the annual dues, shall not take effect until the beginning of the next fiscal year.

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